

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

PAYSOURCE, INC., et al.

Case No. 3:07 CV 0129

Plaintiffs,

:
(Judge Walter Herbert Rice)

v.

MIRABILIS VENTURES, INC., et al.

: **AFFIDAVIT OF MARTY FLYNN**

Defendants.

:
:
:
:
:

STATE OF FLORIDA)

COUNTY OF ORANGE) SS: XXX-XX-7106

Marty Flynn, being first duly sworn, deposes and says:


1. I have personal knowledge of the facts to which I testify in this Affidavit and I am competent to so testify.

2. I have been joined as a Defendant in a lawsuit brought by Paysource, Inc. and Robert R. Sacco related to a transaction by which SPH, Inc. was to purchase from Mr. Sacco his stock in Paysource and related transactions.


3. To the extent I was involved in the stock purchase transactions to which the prior paragraph of this Affidavit refers, I was acting on behalf of and at the direction of the entities entering into the agreements.

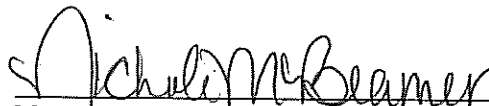
4. At no time did I travel to Ohio in conjunction with the stock purchase transaction to which this Affidavit refers. To the extent I was involved or contributed in any manner to that transaction, it was the result of acts done by me while in Florida.

Further Affiant sayeth naught.


Marty Flynn

Sworn to before me and subscribed in my presence by the said Marty Flynn this 20th day of July, 2007.

NOTARY PUBLIC-STATE OF FLORIDA
 Nichole Marie Beamer
Commission # DD40553
Expires: MAR. 10, 2008
Bonded Thru Atlantic Bonding Co., Inc.
personally known to me


Notary Public